

**THE
GREENBRIER
COMPANIES**

REGISTRATION NO.

FILED 1625

NOV 2 1992 4 25 PM

INTERSTATE COMMERCE COMMISSION

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

October 21, 1992

2-307A078

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 3 dated as of September 25, 1992, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of March 2, 1992 which was duly filed and recorded on August 3, 1992 and assigned Recordation Number 17906.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

A description of the railroad equipment covered by the enclosed document is:

Nine (9) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices marked and numbered CRLE 4006 - CRLE 4007, inclusive; CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive; CRLE 4023 and CRLE 4027.

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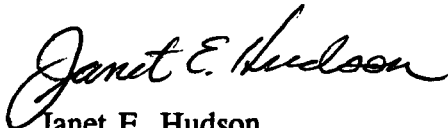
Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 3 dated as of September 25, 1992 covering nine (9) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices marked and numbered CRLE 4006 - CRLE 4007, inclusive; CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive; CRLE 4023 and CRLE 4027.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

17906-A
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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992
RIDER NO. 3 DATED AS OF SEPTEMBER 25, 1992

Memorandum of a Lease Agreement with Rider No. 3 made and entered into as of March 2, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor nine (9) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices marked and numbered CRLE 4006 - CRLE 4007, inclusive, CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive, CRLE 4023 and CRLE 4027.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb, V.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By:

[Signature]

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 11th day of October, 1992, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet Erickson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF TEXAS

COUNTY OF Tarrant

)
) ss.
)

On this 5th day of October, 1992, before me personally appeared Mark S. Cane, to me personally known, who being by me duly sworn, says that he is the V.P. Equipment Management of BURLINGTON NORTHERN RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kelly J. Woody
NOTARY PUBLIC

My commission expires: